

ST. TAMMANY PARISH COUNCIL

RESOLUTION

RESOLUTION COUNCIL SERIES NO: C-6074

COUNCIL SPONSOR: LORINO/BLANCHARD PROVIDED BY: BOND COUNSEL

A RESOLUTION AUTHORIZING THE ADVERTISING FOR BIDS FOR THE PURCHASE OF THIRTY MILLION DOLLARS (\$ 30,000,000) OF SALES TAX BONDS, SERIES 2019, OF SALES TAX DISTRICT NO. THREE OF THE PARISH OF ST. TAMMANY, STATE OF LOUISIANA, AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS,

THE PARISH OF ST. TAMMANY HEREBY RESOLVES that

THIS RESOLUTION HAVING BEEN SUBMITTED TO A VOTE, THE VOTE THEREON WAS AS FOLLOWS:

MOVED FOR ADOPTION BY: _____ SECONDED BY: _____

YEAS: _____

NAYS: _____

ABSTAIN: _____

ABSENT: _____

THIS RESOLUTION WAS DECLARED ADOPTED ON THE 7 DAY OF MARCH , 2019, AT A REGULAR MEETING OF THE PARISH COUNCIL, A QUORUM OF THE MEMBERS BEING PRESENT AND VOTING.

MICHAEL R. LORINO, JR. , COUNCIL CHAIRMAN

ATTEST:

THERESA L. FORD, COUNCIL CLERK

ST. TAMMANY PARISH COUNCIL

RESOLUTION

RESOLUTION COUNCIL SERIES NO. C-6074

COUNCIL SPONSOR: LORINO/BLANCHARD PROVIDED BY: BOND COUNSEL

A resolution authorizing the advertising for bids for the purchase of Thirty Million Dollars (\$30,000,000) of Sales Tax Bonds, Series 2019, of Sales Tax District No. Three of the Parish of St. Tammany, State of Louisiana, and providing for other matters in connection therewith.

THE PARISH OF ST. TAMMANY HEREBY RESOLVES:

SECTION 1. Advertisement for Sale. The Parish President of the Parish of St. Tammany, State of Louisiana is hereby empowered, authorized and directed to advertise in accordance with the provisions of law for electronic bids via PARITY® for the purchase of Thirty Million Dollars (\$30,000,000) of Sales Tax Bonds, Series 2019 (the "Bonds") of Sales Tax District No. Three of the Parish of St. Tammany, State of Louisiana (the "Issuer"). The Bonds will be issued for the purposes of constructing, acquiring, extending and/or improving roads, streets and bridges and/or drains and drainage facilities, including acquiring all necessary land, equipment and furnishings for any of said public works, improvements and facilities, funding a reserve fund, and paying the costs of issuance of the Bonds, pursuant to Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority. The Bonds, together with the outstanding Sales Tax Refunding Bonds, Series 2013 (the "Outstanding Parity Bonds") will be payable from and secured by an irrevocable pledge and dedication of the net avails or proceeds of the Issuer's special two percent (2%) sales and use tax approved at elections held in the Issuer on November 4, 1986 and July 16, 2005 (the "Tax"), after the reasonable and necessary costs and expenses of the collection and administration thereof have been paid therefrom, now being levied and collected by the Issuer pursuant to Article VI, Section 29 of the Louisiana Constitution of 1974.

SECTION 2. Basic Terms of Bonds. The Bonds will be dated the date of delivery, will be in the denomination of Five Thousand Dollars (\$5,000) each, or any integral multiple thereof within a single maturity, and will bear interest from date thereof, or the most recent interest payment date to which interest has been paid or duly provided for, at a rate or rates not exceeding six per centum (6%) per annum on any Bond in any interest payment period, said interest to be payable on June 1, 2019 and semiannually thereafter on June 1 and December 1 of each year. The Bonds will be in fully registered form and will mature serially on June 1 of each year as follows, to-wit:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$2,000,000	2026	\$2,525,000
2021	2,075,000	2027	2,625,000
2022	2,160,000	2028	2,735,000
2023	2,245,000	2029	2,840,000
2024	2,335,000	2030	2,955,000
2025	2,430,000	2031	3,075,000

SECTION 3. Redemption Provisions. Those Bonds maturing June 1, 2029 and thereafter, will be callable for redemption by the Issuer in full, or in part, at any time on or after June 1, 2028, and if less than a full maturity, then by lot within such maturity, at the principal amount thereof and accrued interest to the date fixed for redemption. In the event any Bond to be redeemed is of a denomination larger than Five Thousand Dollars (\$5,000), a portion of such Bond (\$5,000 or any multiple thereof) may be redeemed. Official notice of such call of any of the Bonds for redemption will be given by first class mail, postage prepaid, by notice deposited in the United States mails, or by accepted means of electronic communication, not less than thirty (30) days prior to the redemption date addressed to the registered owner of each bond to be redeemed at his address as shown on the registration books of the Paying Agent.

SECTION 4. Sale of Bonds. The Bonds shall be sold in the manner required by law, and in accordance with the terms of this resolution, the official Notice of Bond Sale herein set forth, and the Official Statement referred to in Section 7 hereof. In advertising the Bonds for sale, the Issuer shall reserve the right to reject any and all bids received.

SECTION 5. Notice of Bond Sale. The Parish President of the Parish of St. Tammany, State of Louisiana is hereby further empowered, authorized and directed to issue a Notice of Bond Sale and cause the same to be published as required by law, which Notice of Bond Sale shall be in substantially the following form:

* * * * *

**OFFICIAL
NOTICE OF BOND SALE**

\$30,000,000 OF SALES TAX BONDS, SERIES 2019

OF

**SALES TAX DISTRICT NO. THREE OF THE
PARISH OF ST. TAMMANY, STATE OF LOUISIANA**

**Electronic bids via PARITY®
will be received until 11:30 o'clock a.m., Central Time (Louisiana Time), on
Wednesday, May 1, 2019**

NOTICE IS HEREBY GIVEN that the Parish President of St. Tammany Parish, acting pursuant to the authorization of the Parish Council of the Parish of St. Tammany, State of Louisiana (the "Governing Authority"), acting as the governing authority of Sales Tax District No. Three of the Parish of St. Tammany, State of Louisiana (the "Issuer"), will receive electronic bids **via PARITY®** at the regular meeting place of the Governing Authority, the **Government Complex, 21490 Koop Drive, Highway 59 Complex, Mandeville, Louisiana**, until (11:30) o'clock a.m., Louisiana Time, Central Time, **on Wednesday, May 1, 2019** (or such other date as may be determined by the Parish President) for the purchase of Thirty Million Dollars (\$30,000,000) of Sales Tax Bonds, Series 2019 (the "Bonds") of the Issuer, authorized for the purposes of constructing, acquiring, extending and/or improving roads, streets and bridges and/or drains and drainage facilities, including acquiring all necessary land, equipment and furnishings for any of said public works, improvements and facilities, funding a reserve fund, and paying the costs of issuance of the Bonds, pursuant to Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, and, together with the outstanding Sales Tax Refunding Bonds, Series 2013 (the "Outstanding Parity Bonds") payable from and secured by an irrevocable pledge and dedication of the net avails or proceeds of the Issuer's special two percent (2%) sales and use tax approved at elections held in the Issuer on November 4, 1986 and July 16, 2005 (the "Tax"), after the reasonable and necessary costs and expenses of the collection and administration thereof have been paid therefrom, now being levied and collected by the Issuer pursuant to Article VI, Section 29 of the Louisiana Constitution of 1974.

Electronic bids will be received for the Bonds via PARITY®, in the manner described below, until 11:30 a.m., Louisiana time, on Wednesday, May 1, 2019.

Bids may be submitted electronically via PARITY® pursuant to this Official Notice of Bond Sale until 11:30 a.m., Louisiana time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY® conflict with this Official Notice of Bond Sale, the terms of this Official Notice of Bond Sale shall control. For further information about PARITY®, potential bidders may contact PARITY® at (212) 849-5021.

Each prospective electronic bidder shall be solely responsible to register to bid via PARITY® as described above. Each qualified prospective electronic bidder shall be solely responsible to make necessary arrangements to access PARITY® for the purposes of submitting its bid in a timely manner and in compliance with the requirements of the Notice of Sale. Neither the Issuer nor PARITY®, shall have any duty or obligation to provide or assure access to PARITY® to any prospective bidder, and neither the Issuer nor PARITY® shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, PARITY®. The Issuer is using PARITY® as a communication mechanism, and not as the Issuer's agent, to conduct the electronic bidding for the Bonds. No other form of electronic bid or provider of electronic bidding services will be accepted. The Issuer is not bound by any advice and determination of PARITY® to the effect that any particular bid complies with the terms of this Official Notice of Bond Sale and in particular the "Bid Requirements" hereinafter set forth. All costs and expenses

incurred by prospective bidders in connection with their registration and submission of bids via PARITY® are the sole responsibility of the bidders; and the Issuer is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid for the Bonds, he should telephone PARITY® (212) 849-5021 and notify the Issuer's Municipal Advisor, Government Consultants, Inc. at (225) 229-2634.

Electronic bids must be submitted for the purchase of the Bonds via PARITY®. Bids will be communicated electronically to the Issuer at 11:30 a.m., local Louisiana time, on May 1, 2019. Prior to that time, a prospective bidder may (1) submit the proposed terms of its bid via PARITY®, (2) modify the proposed terms of its bid, in which event the proposed terms as last modified will (unless the bid is withdrawn as described herein) constitute its bid for the Bonds, or (3) withdraw its proposed bid. Once the bids are communicated electronically via PARITY® to the Issuer, each bid will constitute an irrevocable offer to purchase the Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY® shall constitute the official time.

The Bonds will be dated the date of delivery and will be in the denomination of Five Thousand Dollars (\$5,000) each, or any integral multiple thereof within a single maturity. The Bonds will bear interest from date thereof or the most recent interest payment date to which interest has been paid or duly provided for, at a rate or rates not exceeding six per centum (6%) per annum on any Bond in any interest payment period, said interest to be payable on June 1, 2019, and semiannually thereafter on June 1 and December 1 of each year. The Bonds will mature serially on June 1 of each year as follows, to-wit:

<u>YEAR</u>	<u>PRINCIPAL AMOUNT</u>	<u>YEAR</u>	<u>PRINCIPAL AMOUNT</u>
2020	\$2,000,000	2026	\$2,525,000
2021	2,075,000	2027	2,625,000
2022	2,160,000	2028	2,735,000
2023	2,245,000	2029	2,840,000
2024	2,335,000	2030	2,955,000
2025	2,430,000	2031	3,075,000

The Bonds will be issued as fully registered bonds in "book-entry only" form and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the bonds, and purchasers of the Bonds will not receive certificates representing their interest in the Bonds purchased. The winning bidder (the "Purchaser") at the time of the sale, however, may elect to not receive book-entry only Bonds, in which case the Purchaser will receive one type written Bond per maturity, exchangeable in the manner provided in the Ordinance.

Those Bonds maturing June 1, 2029 and thereafter, will be callable for redemption by the Issuer in full, or in part, at any time on or after June 1, 2028, and if less than a full maturity, then by lot within such maturity, at the principal amount thereof and accrued interest to the date fixed for redemption. In the event any Bond to be redeemed is of a denomination larger than Five Thousand Dollars (\$5,000), a portion of such Bond (\$5,000 or any multiple thereof) may be redeemed. Official notice of such call of any of the Bonds for redemption will be given by first class mail, postage prepaid, by notice deposited in the United States mails, or by accepted means of electronic communication, not less than thirty (30) days prior to the redemption date addressed to the registered owner of each bond to be redeemed at his address as shown on the registration books of the Paying Agent.

The principal of the Bonds, upon maturity or redemption, will be payable at the principal corporate trust office of the Paying Agent upon presentation and surrender thereof, and interest on the Bonds will be payable by the Paying Agent by check mailed by the Paying Agent to the registered owner (determined as of the 15th calendar day of the month next preceding said interest payment date) at the address as shown on the books of said Paying Agent. Said Paying Agent will be a qualified bank or trust company selected by the Issuer.

Except as provided under DTC's book-entry only system, the Bonds may be transferred, registered and assigned only on the registration books of the Paying Agent, and such registration shall be at the expense of the Issuer. A Bond may be assigned only by the execution of an assignment form on the Bonds. A new Bond or Bonds will be delivered by the Paying Agent to the last assignee (the new registered owner) in exchange for such transferred and assigned Bonds after receipt of the Bonds to be transferred in proper form. Such new Bond or Bonds must be in the denomination of \$5,000 or any integral multiple thereof within a single maturity. The Paying Agent shall not be required to issue, register, transfer or exchange (i) any Bond during a period beginning at the opening of business on the 15th day of the month next preceding an interest payment date and ending at the close of business on the interest payment date, or (ii) any Bond called for redemption prior to maturity during a period beginning at the opening of business fifteen (15) days before the date of the mailing of a notice of redemption of such Bonds and ending on the date of such redemption.

In connection with the sale of the Bonds, a good faith deposit of 1% of the principal amount of the Bonds will be required. *The manner and timing of such deposit shall be set forth in the Preliminary Official Statement for the Bonds.* The good faith deposit of the successful bidder or bidders will be deposited and the proceeds credited against the purchase price of the Bonds, or in the case of neglect or refusal to comply with such bid, will be forfeited to the Issuer as and for liquidated damages. No interest will be allowed on the amount of the good faith deposit.

Bidders shall name the rate or rates of interest the Bonds shall bear, not exceeding six per centum (6%) per annum on any Bond in any interest payment period. Bids must stipulate a purchase price for the Bonds not less than the par value thereof. No bid which specifies cancellation of the Bonds will be considered. No bids providing for additional or supplemental interest will be considered.

The Governing Authority has authorized the Parish President to receive and accept bids on behalf of the Issuer. The Bonds will be awarded to the bidder whose bid offers the lowest "true interest cost" to the Issuer for the full authorized amount of the Bonds, to be determined by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments on the Bonds from the payment dates to the date of delivery, such that the sum of such present values is equal to the price bid, including any premium bid but not including interest accrued to the date of delivery (the preceding calculation is sometimes referred to as the "Canadian Interest Cost Method" or "Present Value Method"). In the case of a tie bid, the winning bid will be awarded by lot. If any bid for the Bonds shall be acceptable, a prompt award of the bonds will be made. The right is expressly reserved to waive any irregularity in any bid or to reject any and all bids received.

The Official Statement containing pertinent information relative to the authorization, sale and security of the Bonds is being prepared and may be obtained upon its completion from the Issuer's Bond Counsel, Foley & Judell, L.L.P., One Canal Place, Suite 2600, 365 Canal Street, New Orleans, Louisiana 70130. The Purchaser will be furnished a reasonable number of final official statements on or before the seventh business day following the sale of the Bonds.

The approving legal opinion of Foley & Judell, L.L.P., Bond Counsel, who have supervised the proceedings, the printed Bonds and the transcripts of record as passed upon will be furnished to the Purchaser without cost. Said transcripts will contain the usual closing proofs, including a certificate that up to the time of delivery no litigation has been filed questioning the validity of the Bonds or the respective tax revenues necessary to pay the same.

It is anticipated that the American Bankers' Association Committee on Uniform Security Identification Procedures (CUSIP) identification numbers will be printed on the Bonds, but the failure to print such numbers shall not constitute cause for refusal by the successful bidder to accept delivery of and to pay for the Bonds. No CUSIP identification number shall be deemed to be part of any Bond or a part of the contract evidenced thereby, and no liability shall hereafter attach to the Issuer or any of the officers or agents thereof because of or on account of such numbers. All expenses in relation to the printing of the CUSIP identification numbers on the Bonds shall be paid by the Issuer. However, the CUSIP Service Bureau charge for the assignment of such numbers shall be the responsibility of and shall be paid by the Purchaser.

In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the Governing Authority will undertake, pursuant to the ordinance providing for the issuance of the Bonds and a Continuing Disclosure Certificate, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the Final Official Statement.

In the event the Issuer does not receive sufficient qualified bids to satisfy the competitive sale requirements of Treasury Regulation § 1.148-1(f)(3)(i), which would allow the Issuer to treat the reasonably expected initial offering price to the public as of the sale date as the issue price of the Bonds, the "Hold-the-Offering-Price Rule" of Treasury Regulation § 1.148-1(f)(2)(ii), shall apply, which will allow the Issuer to treat the initial offering price to the public of each maturity as of the sale date as the issue price of that maturity (the "Hold-the-Offering-Price Rule"). So long as the Hold-the-Offering-Price Rule applies to any maturity of the Bonds, the winning bidder will neither offer nor sell that maturity to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following: (i) the date on which the winning bidder has sold at least 10 percent of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public or (b) the close of the fifth (5th) business day after the sale date. The winning bidder agrees to promptly report to the Issuer's municipal advisor named below when it has sold 10 percent of a maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public if that occurs prior to the close of the fifth (5th) business day after the sale date.

In order to provide the Issuer with information required to enable it to comply with certain conditions of the Internal Revenue Code of 1986, as amended (the "Code"), relating to the exclusion of interest on the Bonds from gross income for federal income tax purposes, the winning bidder will be required to complete, execute and deliver to the Issuer (on or before the date of delivery of the Bonds) a certification regarding the "issue price" of the Bonds substantially in the form attached as an appendix to the Preliminary Official Statement for the Bonds, subject to modification in a manner acceptable to the Issuer. Each bidder, by submitting its bid, agrees to complete, execute and deliver such a certificate by the date of delivery of the Bonds, if its bid is accepted by the Issuer. It will be the responsibility of the winning bidder to institute such syndicate reporting requirements, to make such investigation, or otherwise to ascertain the facts necessary to enable it to make such certification with reasonable certainty. Any questions concerning such certification should be directed to Foley & Judell, L.L.P., Bond Counsel.

For information relative to the Bonds and not contained in the Notice of Bond Sale and Official Statement, address Ms. Leslie Long, Chief Financial Officer, St. Tammany Parish, P. O. Box 628, Covington, Louisiana 70434, or Municipal Advisor, Government Consultants, Inc., 700 N. 10th Street, Annex Building, Baton Rouge, Louisiana 70802.

THUS DONE AND SIGNED on this, the 7th day of March, 2019.

Chairman

Attest:

Council Clerk

* * * * *

SECTION 6. Date and Time of Sale. At the time and place set out in the published Notice of Bond Sale incorporated herein (or such other date as may be determined by the Parish President). The Parish President, on behalf of the Issuer, will receive bids for the Bonds and will consider and take action upon the bids, and take any other action required by this resolution, or necessary to effectuate the issuance, sale and delivery of the Bonds. If any award of the Bonds shall be made, such award shall be made for not less than par to the lowest qualifying bidder for the Bonds, such award and lowest bidder to be determined in accordance with the aforesaid Notice of Bond Sale.

SECTION 7. Bid Form and Official Statement. There shall be prepared an Official Bid Form for the submission of bids and a Preliminary Official Statement which shall contain complete bidding details, security features and other pertinent information relative to the sale and issuance of the Bonds as may be deemed necessary, advisable or desirable, which Official Bid Form and Preliminary Official Statement shall be distributed to all prospective bidders and other interested parties.

SECTION 8. Disclosure. In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the Issuer will undertake, pursuant to the ordinance providing for the issuance of the Bonds and a Continuing Disclosure Certificate, to provide annual reports and notices of certain events. A description of this undertaking and the form of the Continuing Disclosure Certificate will be set forth in the Preliminary Official Statement and the Final Official Statement.

THIS RESOLUTION HAVING BEEN SUBMITTED TO A VOTE, THE VOTE THEREON WAS AS FOLLOWS:

MOVED FOR ADOPTION BY: _____ SECONDED BY: _____

YEAS:

NAYS:

ABSTAIN:

ABSENT:

THIS RESOLUTION WAS DECLARED ADOPTED ON THE 7TH DAY OF MARCH, 2019,
AT A REGULAR MEETING OF THE PARISH COUNCIL, A QUORUM OF THE MEMBERS
BEING PRESENT AND VOTING.

MICHAEL LORINO, JR., COUNCIL CHAIR

ATTEST:

THERESA L. FORD, COUNCIL CLERK